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HOPKINS & SUTTER W 29 99

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

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ROBERT P. VOM EIGEN
(202) 835-8269
Direct Fax: (202) 835-8136
E-Mail: rvomeigen@hopsut.com

July 29, 1999

HAND DELIVERED

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423

Dear Mr. Williams:

Hilliam Barrell Commence

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are the original and one counterpart of (i) a Memorandum of Lease of Railroad Equipment, dated as of July 22, 1999, and submitted as a primary document; (ii) a Memorandum of Assignment of Lease of Railroad Equipment, dated as of July 22, 1999, and submitted as a secondary document; and (iii) a Memorandum of Security Agreement dated as of July 22, 1999, and submitted as a secondary document.

· The names and addresses of the parties to the documents are as follows:

Memorandum of Lease:

Lessor:

Bank of Montreal

Global Capital Solutions Ltd.

First Bank Tower First Canadian Place

Toronto, Ontario, Canada M5X 1A1

Lessee:

Canadian National Railway Company 935 de La Gauchetierre Street West Montreal, Quebec, Canada H3B 2M9

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Summary Of The Documents To Appear In The Index

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<u>Parties</u>	Document Recorded	Description
Canadian National Railway Company	Memorandum of Lease July 22, 1999	15 Locomotives- General Motors Model SD75I
	Recordation No. 2330	Road Unit Numbers: CN 5766-5780, inclusive
Bank of Montreal	7 4 3	
Global Capital Solutions	Ltd.	in the state of t
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Parties	Document Recorded	Description: The Record Control of the Park Co
**Bank of Montreal	Memorandum of Assignment	15 Locomotives- 194. There's said
	July 22, 1999	General Motors
	Connected to	Model SD75I
	Memorandum of Lease	Road Unit Numbers:
THE WAR SHOW THE SECTION OF THE SECTION	With Recordation No 2230/-17	CN 5766-5780; ** SCHOOL
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Bank of Montreal	Company Barikon Modernos	and the second of the second o
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Parties	Document Recorded	Description
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Bank of Montreal	Memorandum of Security : **	
Global Capital	Agreement	General Motors
Solutions Ltd.	Connected to	Model SD75I
	Memorandum of Lease	Road Unit Numbers:
* * * * * * * * * * * * * * * * * * * *	With Recordation No 330/	CN 5766-5780,
		inclusive

Bank of Montreal

Mr. Vernon Williams July 29, 1999 Page 2

Memorandum of Assignment of Lease:

Lessor:

Bank of Montreal

Global Capital Solutions Ltd.

First Bank Tower First Canadian Place

Toronto, Ontario, Canada M5X 1A1

Agent:

Bank of Montreal

1 First Canadian Place

Toronto, Ontario, Canada M5X 1A1

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Memorandum of Security Agreement: Allegand from the state of the

海绵 医性性

July of Belling

Borrower: Bank of Montreal

Global Capital Solutions Ltd.

First Bank Tower

First Canadian Place

Toronto, Ontario, Canada M5X 1A1

Agent:

To Bank of Montreal The Land Stages of the Land of the attack to the Land

Anatom Seesan of 1 First Canadian Place 1986 1986

Toronto, Ontario, Canada M5X 1A1

A description of the railroad equipment covered by the enclosed documents is:

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Fifteen (15) General Motors model SD75I DC diesel-electric locomotives Road Unit Numbers CN 5766 through 5780 inclusive, and all additions, alterations, replacements, and substitutions of these locomotives.

A short summary of the documents to appear in the index is attached hereto. Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Please return to the undersigned the original documents, along with the two sets of extra copies that we would like date-stamped. Thank you for your assistance.

Robert P. vom Eigen

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Encls.

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3. DOPM

MEMORANDUM OF SECURITY AGREEMENT dated as of July 22, 1999 between BANK OF MONTREAL GLOBAL CAPITAL SOLUTIONS LTD., a corporation organized under the laws of Canada (hereinafter called the Borrower) and BANK OF MONTREAL, a Canadian chartered bank (hereinafter called the Agent).

WHEREAS, the Borrower and the Agent are entering into that certain Security Agreement dated as of the date hereof between Borrower and Agent (hereinafter the Security Agreement) pursuant to which Borrower is granting to the Agent a security interest in 15 General Motors model SD75I DC diesel-electric locomotives, bearing the road numbers CN 5766 through CN 5780 inclusive, and all additions thereto, alterations thereof, replacements thereof and substitutions therefor (hereinafter the Equipment);

AND WHEREAS, the terms and the conditions of the Security Agreement are incorporated by reference in this Memorandum as if fully set forth herein.

IN WITNESS WHEREOF, the parties wish to show for the public record the granting of a security interest in the Equipment by the Borrower to the Agent, and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

BANK OF MONTREAL GLOBAL CAPITAL SOLUTIONS LTD.

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BANK OF MONTREAL

by: Mais Hoads

PROVINCE OF ONTAR CO
On this 22 day of July, 1999 before me personally appeared, to me personally known, who, by me being duly sworn, says that he/she is Vice Personal was signed on behalf of said company by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.
Notary Public My commission expires
PROVINCE OF Quilee) SS.:
On this 330 day of July, 1999 before me personally appeared Marie House, to me personally known, who, by me being duly sworn, says that he/she is a director of BANK OF MONTREAL, that the instrument was signed on behalf of said company by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company. **Notary Public** My commission expires August 9, 1999

AM 5 9 20

£.Hr

MEMORANDUM OF SECURITY AGREEMENT dated as of July 22, 1999 between BANK OF MONTREAL GLOBAL CAPITAL SOLUTIONS LTD., a corporation organized under the laws of Canada (hereinafter called the Borrower) and BANK OF MONTREAL, a Canadian chartered bank (hereinafter called the Agent).

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BANK OF MONTREAL GLOBAL CAPITAL SOLUTIONS LTD.

BANK OF MONTREAL

by: lair House

PROVINCE OF ONTHRO)	SS.:	
CITY/COUNTY OF TORONTO)		
On this 22 day of July, 1999 before personally known, who, by me being duly swe BANK OF MONTREAL GLOBAL CAPITA signed on behalf of said company by autoacknowledged that the execution of the forego company.	orn, says AL SOLUT thority of	that he/she is FIONS LTD. its board	that the instrument was of directors, and he/she
	Nota	ry Public	
My commission expires			
PROVINCE OF Quebec CITY/COUNTY OF Mortual)))	SS.:	
On this down, who, by me being duly swe BANK OF MONTREAL, that the instrument wof its board of directors, and he/she acknowled was the free act and deed of said company.	orn, says was signed	that he/she is on behalf of	said company by authority
	<u>Cole</u> Nota	ne Congry Public	CRINE COMBES 113.505

My commission expires August 9,1999